

RECORDATION NO.

24960-1

FILED

JUL 06 '09 -9 00 AM

SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

OF COUNSEL  
URBAN A. LESTER

July 6, 2009

Anne K. Quinlan, Esquire  
Acting Secretary  
Surface Transportation Board  
395 E Street, S.W.  
Washington, D.C. 20423-0001

Dear Ms. Quinlan:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Assignment of Railcar Lease, dated as of June 30, 2009; a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease previously filed with the Board under Recordation Number 24960.

The names and addresses of the parties to the enclosed document are:

Seller/

Assignor:

Greenbrier Leasing Company LLC  
One Centerpointe Drive, Suite 200  
Lake Oswego, OR 97035

Buyer/Assignee:

Midwest Railcar Corporation  
4949 Autumn Oaks Drive  
Maryville, IL 62062

[Lessee:

ECDC Environmental, L.C.  
970 E Murray - Holladay, Suite 1-B  
Salt Lake City, UT 84117]

Anne K. Quinlan, Esquire  
July 6, 2009  
Page 2

A description of the railroad equipment covered by the enclosed document is:

81 flatcars: AWXX 20576 - AWXX 20656.

A short summary of the document to appear in the index is:

Memorandum of Assignment of Railcar Lease.

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/sem  
Enclosures

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MEMORANDUM OF ASSIGNMENT OF RAILCAR LEASE  
(Surface Transportation Board)

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF ASSIGNMENT OF RAILCAR LEASE (this "Memorandum") dated as of June 30, 2009 is between GREENBRIER LEASING COMPANY LLC (the "Assignor") and MIDWEST RAILCAR CORPORATION (the "Assignee").

The parties to this Memorandum hereby acknowledge and confirm the following:

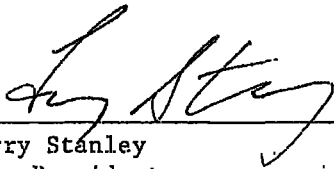
A. The Assignor, as lessor, has leased to ECDC Environmental, LC, as lessee (the "Lessee"), eighty-one (81) 85 foot, 110-ton, 286,000 lb. Gross Rail Load, Plate C Standard Level Platecars identified on Schedule 1 attached hereto (the "Railcars") under that certain Rider 2 dated as of April 1, 2004, as amended by the Amendment to Rider effective October 10, 2004, each by and between Assignor, as lessor, and Lessee, as lessee, and as further amended by Notice and Acknowledgment of Assignment dated June 30, 2009 from Assignor and Assignee to Lessee and Allied Waste Industries, Inc., to the Equipment Lease dated as of March 17, 2004 by and between Assignor and Lessee (collectively, as amended, the "Lease"). A Memorandum of Lease Agreement dated March 17, 2004 between Assignor and Lessee was recorded with the Surface Transportation Board on November 1, 2004 at 2:59 PM under recordation number 24960.

B. The Assignor, as assignor, and the Assignee, as assignee, are parties to that certain Assignment of Lessor's Interest in Lease, dated as of even date herewith, pursuant to which the Assignor assigned to the Assignee the rights of "Lessor" under the Lease. The terms of the assignment are more particularly set forth in the above-referenced Assignment of Lessor's Interest in the Lease.

C. The parties hereto wish to show for public record this Memorandum and accordingly have caused this Memorandum to be executed by their officers thereunto duly authorized, as of the date first above written. This Memorandum may be executed in counterparts, each such counterpart shall be binding on both parties hereto, notwithstanding that both parties are not signatories to the same counterpart.

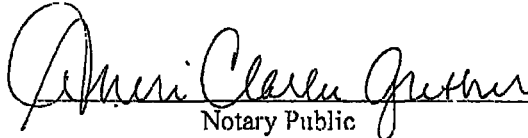
IN WITNESS WHEREOF, the parties have caused this Memorandum to be executed as of the first date herein above written.

GREENBRIER LEASING COMPANY LLC,  
as Assignor

By:   
Larry Stanley  
Vice President

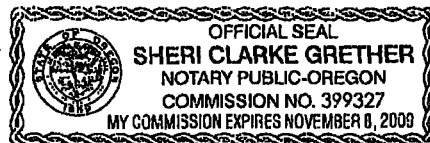
STATE OF OREGON                    )  
  ) SS:  
COUNTY OF CLACKAMAS         )

The foregoing Memorandum of Assignment of Railcar Lease was acknowledged before me, the undersigned Notary Public, in the County of Clackamas this 25 day of June, 2009 by Larry Stanley, as a Vice President of Greenbrier Leasing Company LLC, an Oregon limited liability company.

  
Notary Public

My commission expires: 11-8-2009

[Notarial Seal]



IN WITNESS WHEREOF, the parties have caused this Memorandum to be executed as of the first date herein above written.

MIDWEST RAILCAR CORPORATION  
("Assignee")

By:  (SEAL.)

Name: Richard M. Folio


Title: Executive Vice President

STATE OF MARYLAND)

) SS:

CITY OF BALTIMORE )

The foregoing Memorandum of Assignment of Railcar Lease was acknowledged before me, the undersigned Notary Public, in the City of Baltimore this 27<sup>th</sup> day of June, 2009 by Richard M. Folio, as an Executive Vice President of MIDWEST RAILCAR CORPORATION, an Illinois corporation

  
Notary Public

My commission expires: \_\_\_\_\_

[Notarial Seal]

HENRYKA W. GRYN-CRAIG  
NOTARY PUBLIC STATE OF MARYLAND  
County of Baltimore  
My Commission Expires September 29, 2011  
2, 2009

### DESCRIPTION OF RAILCARS

Eighty-One (81) 85-foot, 110-ton, 286,000 lb. Gross Rail Load, Plate C Standard Level Flatcars equipped to handle four (4) 20 foot containers or two (2) 40 foot containers, each built by Trenton Works in 2003 and bearing the following reporting marks and numbers.

No.	Car Marks and Numbers	No.	Car Marks and Numbers	No.	Car Marks and Numbers
1	AWXX 20576	41	AWXX 20616	81	AWXX 20656
2	AWXX 20577	42	AWXX 20617		
3	AWXX 20578	43	AWXX 20618		
4	AWXX 20579	44	AWXX 20619		
5	AWXX 20580	45	AWXX 20620		
6	AWXX 20581	46	AWXX 20621		
7	AWXX 20582	47	AWXX 20622		
8	AWXX 20583	48	AWXX 20623		
9	AWXX 20584	49	AWXX 20624		
10	AWXX 20585	50	AWXX 20625		
11	AWXX 20586	51	AWXX 20626		
12	AWXX 20587	52	AWXX 20627		
13	AWXX 20588	53	AWXX 20628		
14	AWXX 20589	54	AWXX 20629		
15	AWXX 20590	55	AWXX 20630		
16	AWXX 20591	56	AWXX 20631		
17	AWXX 20592	57	AWXX 20632		
18	AWXX 20593	58	AWXX 20633		
19	AWXX 20594	59	AWXX 20634		
20	AWXX 20595	60	AWXX 20635		
21	AWXX 20596	61	AWXX 20636		
22	AWXX 20597	62	AWXX 20637		
23	AWXX 20598	63	AWXX 20638		
24	AWXX 20599	64	AWXX 20639		
25	AWXX 20600	65	AWXX 20640		
26	AWXX 20601	66	AWXX 20641		
27	AWXX 20602	67	AWXX 20642		
28	AWXX 20603	68	AWXX 20643		
29	AWXX 20604	69	AWXX 20644		
30	AWXX 20605	70	AWXX 20645		
31	AWXX 20606	71	AWXX 20646		
32	AWXX 20607	72	AWXX 20647		
33	AWXX 20608	73	AWXX 20648		
34	AWXX 20609	74	AWXX 20649		
35	AWXX 20610	75	AWXX 20650		
36	AWXX 20611	76	AWXX 20651		
37	AWXX 20612	77	AWXX 20652		
38	AWXX 20613	78	AWXX 20653		
39	AWXX 20614	79	AWXX 20654		
40	AWXX 20615	80	AWXX 20655		

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated:

7/6/09



Robert W. Alvord